

NEAL GERBER EISENBERG & LURIE

208 SOUTH LASALLE STREET  
CHICAGO, ILLINOIS 60604  
(312) 269-8000

December 12, 1988

EARL N. MELAMED  
(312) 269-8012

INTERSTATE COMMERCE COMMISSION

TELECOPIER  
(312) 269-1747

**CERTIFIED MAIL**  
**RETURN RECEIPT REQUESTED**

DEC 14 1988 3:45 PM

RECORDATION NO.

9911-14

NO.

349A070

Interstate Commerce Commission  
Washington, D.C. 20423

Date DEC. 14. 1988.....

Attention: Ms. Mildred Lee  
Room 2303

DEC 14 1988 3:45 PM

Dear Ms. Lee:

We transmit to you herewith by certified mail for recordation, pursuant to 49 U.S.C. Section 11303, an original and two certified counterparts of the Third Supplemental Trust Agreement (the "Supplemental Agreement"), by and between Union Tank Car Company, 225 West Washington Street, Chicago, Illinois, 60606 (the "Company") and The First National Bank of Chicago, One First National Plaza, Site 0126, Chicago, Illinois 60670 (the "Bank") as Trustee, which amends the Equipment Trust (Series P-2) dated as of December 1, 1978, between the Company and the Bank. The Supplemental Agreement evidences the substitution under said Equipment Trust of railroad cars, more fully described in Schedule A attached hereto.

Also enclosed for recordation is an original and two certified counterparts of a Bill of Sale to the Company from the Bank, which Bill of Sale relates to the railroad cars in respect of which the aforesaid substitution was made. The Equipment covered by the Bill of Sale is more fully described in Schedule B attached hereto. The Bill of Sale releases the Equipment from the encumbrance created by the Equipment Trust.

The Supplemental Agreement and the Bill of Sale should be recorded as supplements to the Equipment Trust dated as of December 1, 1976, which was recorded with your office and assigned recordation number 9911. We enclose herewith our check in the amount of \$26.00 payable to the Interstate Commerce Commission to cover the recordation fees.

RECEIVED

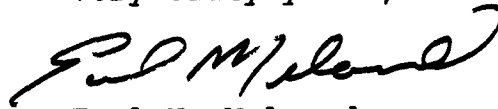
DEC 14 3 41 PM '88

NEAL GERBER EISENBERG & LURIE

Interstate Commerce Commission  
Page 2  
December 12, 1988

Please return the original copy of the Supplemental Agreement and the Bill of Sale to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Earl N. Melamed", written in a cursive style.

Earl N. Melamed

ENM:jo  
Enclosures

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

OFFICE OF THE SECRETARY

12/14/88

Earl N. Melamed  
208 South LaSalle Street  
Chicago, IL 60604

Dear Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/14/88 at 3:45PM, and assigned recordation number(s). 9911-M & 9911-N

Sincerely yours,

*Nesta L. McEneaney*  
Secretary

Enclosure(s)

DEC 14 1988 3-45 PM

THIRD SUPPLEMENTAL TRUST AGREEMENT

RECORDATION NO. 9911-10 Filed 1425

THIS THIRD SUPPLEMENTAL TRUST AGREEMENT dated as of October 17, 1988, by and between UNION TANK CAR COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (the "Company"), and THE FIRST NATIONAL BANK OF CHICAGO, as Trustee (the "Trustee").

## WITNESSETH:

WHEREAS, Union Tank Car Company has heretofore executed and delivered to the Trustee a Trust Agreement dated as of December 1, 1978 (the "Trust Agreement"), providing for the issue of its Equipment Certificates (Series P-2); and

WHEREAS, the Company desires to comply with Section 5.06 of the Trust Agreement by the execution of a supplement thereto, to evidence the inclusion of Equipment as a part of the Trust Equipment under the Trust Agreement;

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar to it duly paid by the Trustee upon the execution of these presents, the receipt whereof is hereby acknowledged, the Company covenants and agrees with the Trustee for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates as follows:

ARTICLE ONE

## Substitution of Equipment

The Equipment described in Schedule A hereto is hereby substituted for the Equipment specifically described in Schedule A of the Trust Agreement and Schedule B hereto.

ARTICLE TWO

## Substituted Equipment Subject to Trust Agreement

The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects as though it had been part of the Trust Equipment specifically described in the Trust Agreement. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.

### ARTICLE THREE

#### Concerning the Trustee

The Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement as amended. Without limiting the generality of the foregoing, the Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statements of the Company. The Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Trust Agreement.

### ARTICLE FOUR

#### Miscellaneous Provisions

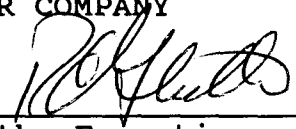
Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed, and all the terms, provisions and conditions thereof shall be and remain in full force and effect.

The Supplemental Trust Agreement may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date and year first above written.

UNION TANK CAR COMPANY

By: \_\_\_\_\_

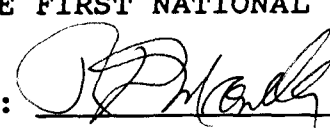
  
R. C. Gluth, Executive  
Vice President

ATTEST:

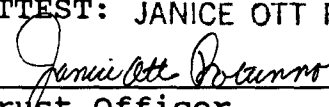
  
Robert W. Webb, Secretary

THE FIRST NATIONAL BANK OF CHICAGO

By: \_\_\_\_\_

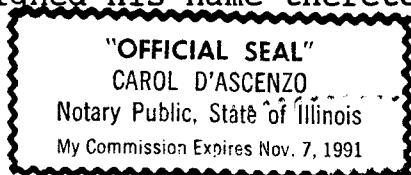
  
R. D. Manella  
Vice President

ATTEST: JANICE OTT ROTUNNO

  
Trust Officer

STATE OF ILLINOIS)  
 ) SS  
COUNTY OF COOK )

On the 21<sup>st</sup> day of October, 1988, before me personally came R.C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is the Executive Vice President of UNION TANK CAR COMPANY, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

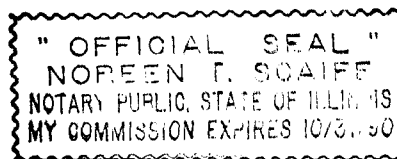


Carol D'Ascenzo  
Notary Public

STATE OF Illinois )  
 ) SS  
COUNTY OF Cook )

On the 1<sup>st</sup> day of December, 1988, before me personally came R. D. Manella, to me known, who being by me duly sworn, did depose and say that he is a Vice President of THE FIRST NATIONAL BANK OF CHICAGO, described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Noreen T. Scatfe  
Notary Public Noreen T. Scatfe



CERTIFICATE TRUST SERIES: P002

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESIG. CODE</u>	<u>CAPACITY IN GALLONS</u>	<u>ROAD NUMBERS</u>
5	C214	5,800	UTCX46243-UTCX46247
2	T564	17,300	900097,900099
<hr/>			
7	TOTAL		

CERTIFICATE TRUST SERIES: P002

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESIG. CODE</u>	<u>CAPACITY IN GALLONS</u>	<u>ROAD NUMBERS</u>
1	BULK	70	BCIT818561
1	COVE	5,820	UNPX122104
2	LOC	4,750	UTCX45284, UTCX45293
1	TM	13,700	25849
5	TM	14,500	12106, 12115, 12118, 70927, 70936
1	TM	20,000	70855
3	TM	23,500	70307, 70461, 71099
1	TM	23,517	68904
1	TM	23,576	66951
1	TM	26,000	58027
2	TP	33,700	99887, 99890
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19	TOTAL		